

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MIRUS CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MIRUS BIO CORPORATION", THE TWENTY-FIRST DAY OF JUNE, A.D. 2004, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2429601 8320

040455696



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3233350

DATE: 07-14-04

United States of America
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS



An Amended
CERTIFICATE OF AUTHORITY or REGISTRATION

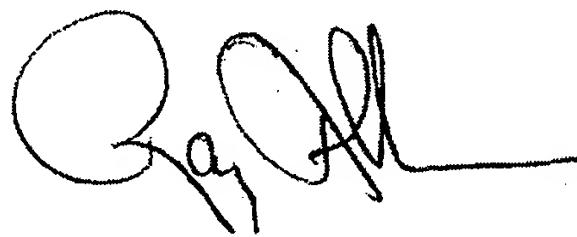
Issued to
MIRUS BIO CORPORATION

an organization formed under the laws of **Delaware**,
authorizing the organization to transact business in this state, effective **July 23, 2004**,

as a

- Foreign limited liability partnership, under sec. 178.45, Wis. Stats.
- Foreign limited partnership, under sec. 179.82, Wis. Stats
- Foreign corporation, under sec. 180.1503, 180.1504, 181.1503 or 181.1504, Wis. Stats.
- Foreign limited liability company, under sec. 183.1004 or 183.1006, Wis. Stats.

Date of Issue: **July 28, 2004**.



RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

See reverse for more information

APPROVED - DEPT. OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

Sec. 180.1503

& 180.1504, 2004 JUL 23
Wis. Stats.

AN Q. 30 State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



FOREIGN BUSINESS CORPORATION – CERTIFICATE OF AUTHORITY APPLICATION

Indicate (X) below if the application is for a (A) ORIGINAL or (B) for an AMENDED certificate.

1. A. ORIGINAL Certificate

Name of Corporation

STATE OF WISCONSIN
FILED

JUL 28 2004

DEPARTMENT OF
FINANCIAL INSTITUTIONS

2. State or Country
of Incorporation

1. B. AMENDED Certificate (Enter the corporate name, state or country of organization, and date of incorporation, as changed or continued. Complete all other items, except items 8, and 12 thru 14.)

Old Name of Corporation (name under which it is currently licensed in WI)

Mirus Corporation of Delaware (Fictitious Name)
Mirus Corporation

2. State or Country
of Incorporation
Delaware

New or Continuing Name of Corporation

Mirus Bio Corporation

2. State or Country
of Incorporation

Delaware

3. Date of Inc. (MM/DD/YYYY)

08/25/1994

4. Does the corporation have perpetual existence?

Yes

No, organized for a duration of _____ years

5. Name of Registered Agent in Wisconsin

Ralph Kauten

6. Street Address of Registered Office in
Wisconsin

545 Science Drive
Madison, WI 53711

7. Address of Principal Office

505 S. Rosa Road
Madison, WI 53719

8. Has the corporation transacted business in Wisconsin without holding a Certificate of Authority?
Not Applicable for an Amended Certificate of Authority.

No Yes If "Yes", complete supplemental Form 21-S

CONSENT OF SHAREHOLDERS

OF

MIRUS CORPORATION

The undersigned, being the holders of a majority of the issued and outstanding Common Stock of Mirus Corporation, a Delaware corporation (the “Corporation”), hereby consent to the following actions without a formal meeting of the shareholders, or notice thereof:

BE IT RESOLVED, that the Certificate of Incorporation of Mirus Corporation, be, and it hereby is, amended by deleting the FIRST Article thereof and inserting in its place the following:

FIRST: The name of the corporation is "Mirus Bio Corporation"

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute a Certificate of Amendment to Certificate of Incorporation on behalf of the Corporation and to take any and all action they may deem necessary or appropriate in connection therewith.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the
Shareholders as of the dates set forth below.

Date Executed:

Shareholder:

June 1, 2004

James E. Hagstrom

June 1, 2004

Print Name: Vladimir Budker

June 1, 2004

Print Name: John A. V. Smith

_____ , 2004

Print Name:

_____, 2004

Print Name:

STATE OF WISCONSIN, CIRCUIT COURT, DANE

COUNTY

For Official Use
CIRCUIT COURT

IN THE MATTER OF THE ESTATE OF

Domiciliary Letters
(Informal Administration)

VLADIMIR G. BUDKER

Deceased

Case No. 06 PR 90

06 PR 90 - 2 PH 2:30

To: Tatyana Budker

The decedent, whose date of birth was April 1, 1941 and date of death was December 9, 2005, died domiciled in Dane County, State of Wisconsin.

You are granted domiciliary letters with general powers and duties of a personal representative.

State of Wisconsin
County of Dane

This document is a full, true and correct copy of the original on file and of record in my office and has been compared by me. I further certify that said letters are in full force and effect.

Attest: Feb 2, 2006
By

Deputy Registrar

LETTERS ISSUED BY

Probate Registrar

DANIEL M. FARNER

Name Printed or Typed

2-2-06

Date

Name of Attorney/Personal Representative David B. Billing
Address Solheim Billing & Grimmer, S.C. P.O. Box 1644 Madison, WI 53701-1644
Telephone Number (608) 282-1200